

Effective 5/12/2015

48-3a-1043 Approval of conversion.

- (1) A plan of conversion is not effective unless it has been approved:
 - (a) by a domestic converting limited liability company by all the members of the limited liability company entitled to vote on or consent to any matter; and
 - (b) in a record, by each member of a domestic converting limited liability company that will have interest holder liability for debts, obligations, and other liabilities that arise after the conversion becomes effective:
 - (i) the operating agreement of the limited liability company provides in a record for the approval of a conversion or a merger in which some or all of its interest holders become subject to interest holder liability by the vote or consent of fewer than all the interest holders; and
 - (ii) the member voted for or consented in a record to that provision of the operating agreement or became a member after the adoption of that provision.
- (2) A conversion involving a domestic converting entity that is not a limited liability company, including a subject entity, is not effective unless it is approved by the domestic converting entity in accordance with its organic law.
- (3) A conversion of a foreign converting entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.

Amended by Chapter 227, 2015 General Session